
SPECIAL OLYMPICS PENNSYLVANIA, INC.

SOPA

BY-LAWS

BY-LAWS of
SPECIAL OLYMPICS PENNSYLVANIA, INC.

A Non-Profit Corporation Organized
Pursuant to the Laws of the
State of Pennsylvania

ARTICLE I

Section 1. ORGANIZATION

The name of the organization shall be Special Olympics Pennsylvania, Inc. (SOPA)

Section 2. MISSION

The mission of Special Olympics is to provide year-round sports training and athletic competition in a variety of Olympic-type sports for children and adults with mental retardation, giving them continuing opportunities to develop physical fitness, demonstrate courage, experience joy and participate in a sharing of gifts, skills and friendship with their families, other Special Olympics athletes and the community.

Section 3. PURPOSE

SOPA, is established to promote and conduct athletic competition and training and other activities for all children and adults with mental retardation in Pennsylvania in accordance with Special Olympics Inc., (SOI) and in that regard shall seek to provide:

- a. year-round opportunities for physical fitness, sports training, and athletic competition for local, area, state and regional programs;
- b. materials, information and technical assistance to SOPA's' local accredited programs;
- c. training programs for lay and professional persons interested in physical and athletic development of persons with mental retardation within SOPA's local accredited programs;
- d. opportunities for the general public to better understand mental retardation, and to promote the expansion of agencies and qualified persons who are dedicated to the service of persons with mental retardation and their families.

ARTICLE II

Section 1. OFFICE.

The office of SOPA, hereinafter referred to as the Corporation, shall be located in Norristown, Pennsylvania, or at a site designated by the Board of Directors.

Section 2. OTHER OFFICES.

The Corporation may also establish offices at such other places, both within and without the State of Pennsylvania, as the Board of Directors may from time to time determine or as the business of the Corporation may require.

ARTICLE III

CONDUCT OF CORPORATE BUSINESS

Section 1. CONDUCT OF CORPORATE BUSINESS

The business and affairs of the Corporation shall be conducted on a fiscal year basis to coincide with the fiscal year as established and used by Special Olympics Inc., (Unless an exemption has been granted).

ARTICLE IV

ALTERATION, AMENDMENT OR REPEAL OF BY-LAWS

Section 1. ALTERATION, AMENDMENT OF REPEAL OF BY-LAWS

The power to alter, amend, repeal or adopt these Bylaws or adopt new Bylaws shall be vested in the Board of Directors. Subject to such limitations and conditions as may be set forth in the Articles of Incorporation pertaining to the qualifications or terms of office of members of the Board of Directors, a 2/3 (two-thirds) majority vote of the Board of Directors shall be required to alter, amend, repeal or adopt these Bylaws or adopt new Bylaws. Written or printed notice

setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director within the time and in the manner provided for the giving of notice of meetings of directors.

ARTICLE V

MEETINGS

Section 1. MEETINGS.

The Corporation shall hold no less than quarterly meetings at such times and at such places as the Board of Directors may specify.

ARTICLE VI

NOTICE OF MEETINGS

Section 1. NOTICE OF MEETINGS.

Written or printed notice stating the place, day and hour of any special or annual meetings and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than three (3) days in advance of such meeting if delivered personally, or at least five (5) days in advance if delivered by mail, to each member of the Board of Directors. If mailed, notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Corporation, with postage thereon prepaid. A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

ARTICLE VII
BOARD OF DIRECTORS

Section 1. NUMBER & REPRESENTATION.

The Board of Directors shall consist of not less than fifteen (15) and not more than twenty-five (25) members, an appropriate and balanced geographical, sociological and professional representation of leading individuals from a broad spectrum of interests including business, finance, industry, government, education, sports, parents of Special Olympics athlete, medicine, labor, and law to meet the current needs of the organization. The members then entitled to vote shall by simple majority elect the following officers of the Board: Chairman; Executive Vice-Chairman; Treasurer; and Recording Secretary.

For Board membership, each nominated director will be elected by a simple majority of those entitled to vote for a three-year term. Only those recommended by the nominating committee shall be eligible for election to the board. If nominated and re-elected, a member may continue to serve SOPA for additional terms of three (2) year terms. Election of Board Members shall be staggered such that no greater than 1/3 of the member's terms expire in any one year.

Using a procedure approved by SOPA's Board of Directors, the Executive Vice Chairman shall annually review the performance of the Board membership and submit a full report on the performance of all directors to the Executive Committee.

Section 2. NOMINATING COMMITTEE.

The Chairman shall appoint at least three board members to interview potential board members, which such members shall constitute a nominating committee which will provide its recommendations to the Board of Directors regarding the nomination of new officers of the Corporation and the filling of Director positions which have or may become vacant due to resignation, expulsion, or end of term of office. Any vacancy in the Board may be filled by a majority vote of the remaining Directors at any regular meeting of the Board.

Section 3. DUTIES.

The duties of the Board of Directors shall include but not be limited to affecting the policies and programs of the Corporation as defined and delineated in the Articles of Incorporation and to prescribing the duties and fixing the compensation and qualification of its officers and employees. All meetings of the Board of Directors shall be presided over by the Chairman of the Board.

Section 4. VOTING AT DIRECTORS' MEETINGS.

Each member of the Board of Directors in attendance shall be entitled to one (1) vote.

Section 5. QUORUM AT DIRECTORS' MEETINGS.

A majority of the Directors shall constitute a quorum. The act of the majority of the Directors present or voting at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater or particular number is required by the Articles of Incorporation or by these Bylaws. A quorum shall be deemed to exist at any meeting where there is an actual majority of members in attendance or where, in advance, a majority of members have authorized the Board to act with less than a majority present.

Section 6. ACTION BY WRITTEN CONSENT.

If in lieu of a meeting and when the Directors shall be contacted consent by simple majority in writing to any action to be taken by the Corporation, such action shall be valid corporate action as though it has been authorized at a meeting of the Board of Directors. In the absence of an annual election or appointment, the officer(s) term shall automatically renew for a one-year period, and thereafter.

Section 7. REMOVAL.

The Board shall be empowered upon majority vote to remove any Board Member who fails to attend two consecutive quarterly meetings.

ARTICLE VIII
OFFICERS OF THE BOARD

Section 1. PANEL OF OFFICERS.

The officers of the board shall consist of a Chairman, a Executive Vice-Chairman, a Secretary, and a Treasurer, and may include additional Vice-Chairman and such other officers and assistant officers as may be deemed necessary, each of whom shall be elected or appointed annually by a majority of the Board of Directors.

Section 2. REMOVAL OF OFFICERS.

Any officer or agent elected or appointed may be removed by the Board of Directors upon an affirmative vote of a majority of the members of the Board of Directors.

Section 3. DUTIES OF OFFICERS.

I. **Chairman**

1. shall preside at and attend all meetings of this Board of Directors and of the Executive Committee;
2. shall be the chief executive officer of the board and shall have general supervision and direction of the affairs of this board of directors for Special Olympics Pennsylvania, Inc..
3. shall, appoint standing and special committees. The Chairman shall be a member of all committees and shall exercise general supervision over the work of board members in order to assure that the objectives of the Special Olympics are executed in the best possible manner;
4. shall authenticate by signature, when necessary, all acts, orders and proceedings of the Board of Directors;
5. shall have such powers and perform such other duties as prescribed by these Bylaws and the Board of Directors shall have, in general, the powers

and duties usually associated with the office of Chairman;

II. Executive Vice-Chairman

1. shall aid the Chairman in the performance of such duties as may be assigned by the Chairman. Shall monitor the committees of the board of directors to protect the organization by keeping the board informed on all areas. Each committee shall submit reports to the Executive-Vice Chairman as deemed necessary.

III. Secretary

1. shall keep an accurate record of proceedings and business transacted at all meetings of this Board of Directors;
2. shall submit to each member of the Board of Directors, within 30 days, the minutes of each meeting of the Board of Directors and a report of any actions taken by the Executive Committee;
3. shall be custodian of the records of the Board of Directors other than financial records, except those that may be necessary to the President and those that may be necessary to the Chairman of the Board;
4. shall be responsible for and conduct such correspondence of the Board of Directors and the Executive Committee as directed by the Chairman;
5. shall issue notices of all meetings in accordance with these Bylaws.
6. shall carry out any other duties requested by the Board of Directors.

IV. Treasurer

1. shall be responsible for carrying out the mandates of the Board of Directors and/or its Finance Committee in overseeing the financial resources of SOPA including, but not limited to cash, securities, stocks, bonds and all other property, personal or real, owned by the SOPA;
2. shall assure that all books and accounts are accurately kept and furthermore, shall present a full and detailed financial statement properly audited by an independent certified accountant, to the board at its annual

meeting, and if requested, at any other meeting of the Board of Directors or any meeting of its Finance or Executive Committees.

Section 4. DUTIES OF PRESIDENT - AS STATE DIRECTOR.

I. President

1. shall serve as an ex-officio member of the Board of Directors and the Executive Committee, without an official vote;
2. shall be the chief operating officer of the corporation;
3. shall implement the program and administrative procedures for the State Special Olympics program as officially authorized by the Board of directors and shall hire and direct the necessary staff to implement and administer the program;
4. shall divide this state into appropriate areas and appoint directors who shall have direct contact on a regular basis;
5. shall coordinate area development of local Special Olympics program to insure the success and continuity of the program;
6. shall administer, supervise, and direct all activities associated with the Games and/or other athletic events;
7. shall disseminate materials and information regarding program to all area managers and county managers as authorized by the Board of Directors;
8. shall implement the program through the committee structure;
9. shall coordinate the activity of the major management committees;
10. shall receive periodic reports from the games committee chairperson, including final reports following the Games;
11. shall be the resource person on all matters of program, procedure and policy;
12. shall approve all public announcements, news releases, and arrangements for news coverage relating to state programs and state games (local and

- regional coordinators to handle their own publicity);
13. shall submit a progress report at the annual meeting of the board of directors; and shall also be responsible for sending an interim report, together with an audit of Special Olympics Pennsylvania, Inc. financial statement to Special Olympics Inc., to concur with their reporting year (Unless an exemption has be granted).

Section 5. EXECUTION OF INSTRUMENTS.

All checks, drafts and orders for the paying of money and all contracts, conveyances, etc., shall be signed in the name of the Corporation and shall be countersigned by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

ARTICLE IX
COMMITTEES

Section 1. EXECUTIVE COMMITTEE.

The Executive Committee shall consist of the Officers of the Board of Directors and the immediate Past Chairman of the Board if still an active board member and any other members of the Board of Directors as appointed by the Chairman of the Board. The Executive Committee will possess such powers as are necessary for the administration of the Corporation between meetings of the Board of Directors. The decisions of the Executive Committee will be subject to the approval of the Board of Directors except where the Board has previously authorized the Executive Committee to act without approval. The Executive Committee will report regularly to the Board of Directors all actions taken and decisions made on behalf of the Board of Directors.

Section 2. OTHER COMMITTEES.

The Chairman of the Board of Directors may designate and appoint one or more other committees, each of which shall consist of two or more directors, which committees shall carry

out the goal or purpose assigned to it by the Chairman.

ARTICLE X

FINANCES

Section 1. FINANCES

Funds for the activities of the Corporation shall be obtained and collected in accordance with the directions of a majority of the Board of Directors and shall be administered and accounted for by the Treasurer, who shall make an annual accounting and such financial reports as may be required by the Board of Directors. No funds of the Corporation shall be raised, solicited, kept, maintained, or expended in a manner which would, either directly or indirectly, in any way violate or be inconsistent with the provisions of local, state, or federal law, rule, or regulation governing or regulating tax-exempt non-profit entities.

ARTICLE XI

INDEMNIFICATION AND INSURANCE

INDEMNIFICATION OF MEMBERS OF

THE BOARD OF MANAGEMENT, OFFICERS,

BOARD OF DIRECTORS AND OTHER PERSONS

Section 1. SOPA, shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of SOPA) by reason of the fact that he is or was a manager, officer, or director of SOPA, or is or was serving at the request of SOPA, as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of SOPA, and, with respect to any criminal action

or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of SOPA, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. SOPA, shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of SOPA, to procure a judgment in its favor by reason of the fact that he is or was a manager, officer or director of SOPA, or is or was serving at the request of SOPA, as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expense (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of SOPA. No such indemnification against expense shall be made, however, in respect of any claim issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to SOPA, unless and only to the extent that the Court of Common Pleas of the county in which the registered office of SOPA, is located or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 3. Indemnification under Sections 1 and 2 of this Article shall be made by SOPA, when ordered by a court or upon a determination that indemnification of the manager, officer, or director is proper in the circumstances because he has met the applicable standard of conduct set forth in those Sections. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or

proceedings, or (2) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members.

Section 4. Expense incurred in defending a civil or criminal action, suit or proceeding of the kind described in Sections 1 and 2 of this Article shall be paid by SOPA, in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking, by or on behalf of the person who may be entitled to indemnification under those Sections, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by SOPA

Section 5. The indemnification provided in this Article shall continue as to a person who has ceased to be a manager, officer, or director of SOPA, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. Nothing herein contained shall be construed as limiting the power or obligation of SOPA, to indemnify any person in accordance with the Pennsylvania Non-profit Corporation Law of 1972 as amended from time to time or in accordance with any similar law adopted in lieu thereof.

Section 7. SOPA, shall also indemnify any person against expenses, including attorneys' fees, actually and reasonably incurred by him in enforcing any right to indemnification under this Article, under the Pennsylvania Non-profit corporation Law of 1972 as amended from time to time or under any similar law adopted in lieu thereof.

Section 8. Any person who shall serve as a manager, director, officer, employee or agent of SOPA, or who shall serve at the request of SOPA, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be deemed to do so with knowledge of and in reliance upon the rights of indemnification provided in this Article,

in the Pennsylvania Non-profit Corporation Law of 1972 as amended from time to time and in any similar law adopted in lieu thereof.

Section 9. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 10. SOPA, shall have power to purchase and maintain insurance on behalf of any person who is or was a manager, director, officer, employee or agent of SOPA, or is or was serving at the request of SOPA, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not SOPA, would have the power to indemnify him against such liability.

Adopted December 9, 1978

Revised:

July 11, 1980

October 18, 1980

March 9, 1985

January 23, 1989

October 1, 1994

June 8, 2001

January 12, 2002